

SOUTHWESTERN ENERGY CO

Form 8-K

February 26, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

---

**FORM 8-K**

---

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 26, 2018**

---

**SOUTHWESTERN ENERGY COMPANY**

(Exact name of registrant as specified in its charter)

---

**Delaware**

(State or other jurisdiction of incorporation)

**001-08246**  
(Commission File Number)

**71-0205415**  
(IRS Employer Identification No.)

**10000 Energy Drive**

**77389**

Edgar Filing: SOUTHWESTERN ENERGY CO - Form 8-K

**Spring, Texas**  
(Address of principal executive offices)

(Zip Code)

**(832) 796-1000**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

---

## **Section 5 - Corporate Governance and Management**

### **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 26, 2018, Southwestern Energy Company (the "Company") announced that Julian M. Bott has been elected Executive Vice President of the Company and will become Chief Financial Officer of the Company, effective March 5, 2018.

Mr. Bott, age 55, served as Executive Vice President and Chief Financial Officer of SandRidge Energy, Inc., from August 2015 to February 2018. Prior to that, he served as Chief Financial Officer at Texas American Resources Company, beginning in 2009. Mr. Bott also previously served as a director of EQT Midstream Services, LLC, the general partner of EQT Midstream Partners, LP and a wholly owned subsidiary of EQT GP Holdings, LP, from May 2012 to February 2018.

Mr. Bott initially will have a base salary of \$530,000 and a target bonus of 100% of base salary, prorated in 2018 for the period of his employment. For 2018 he will receive long-term incentives having a total value of \$2,500,000. The Company also will enter into change-in-control severance and indemnity agreements and provide him with benefits on the same terms as provided to other senior executives. Otherwise, there are no material plans, contracts or other arrangements to which Mr. Bott is a party or in which he will participate entered into in connection with his employment with, or election as an officer of, the Company. Mr. Bott's sister, Katherine Bott, has been an employee of the Company since 2007 currently in the position of senior marketing analysis manager with 2017 compensation as reported to the Internal Revenue Service of under \$300,000. Otherwise, Mr. Bott does not have any relationships requiring disclosure under Item 401(d) of Regulation S-K or any interests requiring disclosure under Item 404(a) of Regulation S-K.

## **Section 7 - Regulation FD**

### **Item 7.01 Regulation FD Disclosure.**

The Company also announced that Jennifer E. Stewart, Senior Vice President of the Company who has been serving as Chief Financial Officer on an interim basis, will assume the new position of Senior Vice President, Government and Regulatory Affairs, Michael Hancock, previously Vice President, Investor Relations, will become Vice President, Strategy and Planning, and Paige Penchas has joined the Company as Vice President, Investor Relations.

On February 26, 2018, the Company issued a press release regarding the foregoing management changes, a copy of which is furnished herewith as Exhibit 99.1. The information in this Item 7.01 and in the press release is being furnished and shall not be deemed filed for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of Section 18, and shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as set forth by specific reference in such filing.

## **Section 9 - Financial Statements and Exhibits**

### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1                      Press release dated February 26, 2018.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SOUTHWESTERN ENERGY COMPANY**

Dated: February 26, 2018

By: /s/ JOHN C. ALE

Name: John C. Ale

Title: Senior Vice President, General Counsel and Secretary

---